

Teresa M. Shill, OSB # 031680
E-Mail: tshill@rcflegal.com
Routh Crabtree Olsen, P.C.
11830 SW Kerr Parkway, Ste. 385
Lake Oswego, Oregon 97035
Phone: (503) 977-7926
Fax: (503) 977-7963
Attorney For Defendant Washington
Mutual Bank, N.A.

**UNITED STATES DISTRICT COURT
DISTRICT OF OREGON**

CORINNA-BRIDGETT, *in esse*, individually,
and as Agent for and on behalf of SALAL
PARK, INC., an Oregon non-profit corporation

Plaintiffs

v.

WASHINGTON MUTUAL BANK, N.A.;
ROUTH CRABTREE OLSEN, P.C.; ALAN H.
FISHMAN; TERESA M. SHILL; NANCY E.
HOCHMAN; THOMAS W. KOHL; AND ROB
GORDON,

Defendants.

No. CV08-1072-HU

**DECLARATION OF TERESA M.
SHILL IN SUPPORT OF
WASHINGTON MUTUAL BANK'S
MOTION TO SUBSTITUTE**

I, Teresa M. Shill, being first duly sworn on oath, deposes and states:

1.

I am the attorney for the defendants, Washington Mutual Bank, N.A., in the above-entitled matter. I am a citizen of the United States, over the age of 21 years of age, and competent to be a witness and the following are true to the best of my knowledge.

2.

On September 25, 2008, the Office of Thrift Supervision declared Washington Mutual Bank insolvent, and appointed the Federal Deposit Insurance Corporation (the "Corporation") its

DECLARATION OF TERESA M. SHILL IN SUPPORT OF
WASHINGTON MUTUAL BANK'S MOTION
TO SUBSTITUTE - Page 1 of 2

Receiver. See Exhibit "A".

3.

The Corporation accepted the appointment as Receiver pursuant to 12 U.S.C. Section 1821(c)(3)(A).

4.

As such, the FDIC is now the real party in interest and must be substituted as Defendant in the place of Washington Mutual Bank.

5.

I declare under penalty of perjury of the laws of the State of Oregon that the foregoing statements are true and correct.

DATED this 7th day of November, 2008.

ROUTH CRABTREE OLSEN, P.C.

By /s/ Teresa M. Shill
Teresa M. Shill, OSB # 031680
Attorneys for Washington Mutual
Bank, N.A.
11830 SW Kerr Parkway, Ste. 385
Lake Oswego, Oregon 97035
(503) 977-7926; Fax (503) 977-7963
tshill@rcflegal.com



Office of Thrift Supervision

Department of the Treasury

West Region

Pacific Plaza, 2001 Junipero Serra Boulevard, Suite 650, Daly City, CA 94014-1976

P.O. Box 7165, San Francisco, CA 94120-7165 • Telephone: (650) 746-7000 • Fax: (650) 746-7001

Hand Delivered

September 25, 2008

OTS No. 08551

Washington Mutual Bank
1301 Second Avenue
Seattle, Washington 98101

Re: Appointment of a Receiver

Dear Sirs/Madam:

This is to notify you that the Director, Office of Thrift Supervision, by Order Number 2008-36, dated September 25, 2008, appointed the Federal Deposit Insurance Corporation as receiver (Receiver) for Washington Mutual Bank, Henderson, Nevada (Bank), and authorized the undersigned to deliver notice of such appointment.

The Receiver is now taking possession of the Bank pursuant to the terms of its appointment as set forth in Order No. 2008-36, a copy of which is attached. In connection with the appointment of the Receiver, we respectfully call your attention to Section 5(d)(4) of the Home Owners' Loan Act of 1933, 12 U.S.C. § 1464(d)(4), which establishes criminal penalties for refusal to comply with the Receiver's demand for possession of the property, business and assets of an association in receivership.

Please countersign a copy of this letter and indicate the time and date of your receipt of the letter and attachment in the space provided on the following page and return such copy to me.

Sincerely,

Darrel W. Dochow
Regional Director

EXHIBIT A
PAGE 1 OF 7

Notice of Appointment of a Receiver
Washington Mutual Bank, Henderson, NV
September 25, 2008
Page 2

Attachment

Received by: STEPHEN E. FRANK CHAIRMAN
Print Name and Title

At 6¹⁵, P.M., P.D.T., on Thursday, September 25, 2008

Signature: S. E. Frank

Accepting Appointment of FDIC as Receiver for Washington Mutual Bank, Henderson, NV:

Robert Schoppa ROBERT SCHOPPE
Print Name and Title ATTORNEY-IN-FACT

At 6¹⁵, P.M., P.D.T., on Thursday, September 25, 2008

Signature: _____



FDIC

Division of Resolutions and Receiverships

Dallas Regional Office

1601 Bryan Street
Dallas, Texas 75201

Telephone (214) 754-0098

September 25, 2008

Office of Thrift Supervision
Washington, D.C.

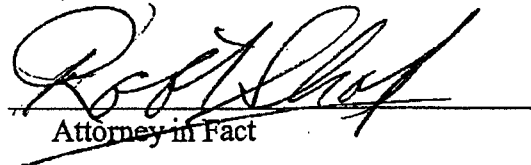
**Subject: Washington Mutual Bank
Henderson, NV – In Receivership
Acceptance of Appointment as Receiver**

Dear Sir or Madam:

Please be advised that the Federal Deposit Insurance Corporation accepts its appointment as Receiver of the captioned depository institution, in accordance with the Federal Deposit Insurance Act, as amended.

Sincerely,

By:


Attorney in Fact

Printed Name: Robert Schoppe

EXHIBIT
PAGE

A
3 OF 7

Office of Thrift Supervision
Department of the Treasury



I certify that annexed hereto is a true copy of the document described below made from records of the Office of Thrift Supervision, Department of the Treasury.

**Copy of the Office of Thrift Supervision
Order Number 2008-36, executed on September
25, 2008, appointing a receiver for Washington
Mutual Bank, Henderson, Nevada, consisting of
three (3) pages.**

Signed this 25th day of September, 2008

**Darrel W. Dochow
Regional Director
West Region**

EXHIBIT A
PAGE 4 OF 7

OFFICE OF THRIFT SUPERVISION

Receivership Of A Federal Savings Association

Date: September 25, 2008
Order No.: 2008-36
OTS No.: 08551

The Director of the Office of Thrift Supervision (OTS), or his designee, in cooperation with the Federal Deposit Insurance Corporation (FDIC), has determined to appoint the FDIC as receiver of Washington Mutual Bank, Henderson, Nevada (Savings Bank).

**GROUND'S FOR APPOINTMENT OF FDIC AS RECEIVER
FOR THE SAVINGS BANK**

The Director, or his designee, based upon the administrative record finds and determines the following:

- (i) The Savings Bank is likely to be unable to pay its obligations or meet its depositors' demands in the normal course of business; and
- (ii) The Institution is in an unsafe or unsound condition to transact business.

The Savings Bank is a Federally chartered savings bank, the accounts of which are insured by the Deposit Insurance Fund (DIF). The Savings Bank has its home office in Henderson, Nevada. As of June 30, 2008, the Savings Bank reported total assets of \$307 billion.

**DISCUSSION OF GROUND'S FOR APPOINTMENT
OF A RECEIVER FOR THE SAVINGS BANK**

Section 5(d)(2)(A) of the Home Owners' Loan Act (HOLA), 12 U.S.C. § 1464(d)(2)(A), provides that the Director may appoint a receiver for any insured savings association if the Director determines that one or more grounds specified in section 11(c)(5) of the Federal Deposit Insurance Act (FDIA), 12 U.S.C. § 1821(c)(5), exist.

Under section 11(c)(5)(F) of the FDIA, the Director may appoint a receiver if a savings association is likely to be unable to pay its obligations or meet its depositors' demands in the normal course of business because it does not have sufficient liquid assets to fund expected withdrawals. The Savings Bank has insufficient cash and liquid assets convertible to cash necessary to pay its obligations and the expected withdrawal demands of its depositors. The Savings Bank has suffered significant cash outflows, exceeding

Order No.: 2008-36

Page: 2

\$22 billion since July 2008, in part because of adverse publicity. The Savings Bank has limited and diminishing liquidity sources available to it and the current rate of outflow will deplete the Savings Bank's cash resources and liquidity within a short period of time.

Therefore, the Director concludes that the Savings Bank is likely to be unable to pay its obligations or meet its depositors' demands in the normal course of business because it does not have sufficient liquid assets to pay those obligations and fund the expected withdrawals.

Under section 11(c)(5)(C) of the FDIA, the Director may appoint a receiver if a savings association is in an unsafe or unsound condition to transact business. The Savings Bank is in an unsafe and unsound condition as a result of its severe liquidity strain, deteriorating asset quality, and continuing significant negative operating earnings with no realistic prospects for raising capital to ensure that it can repay all of its liabilities, including deposits.

The Director, or his designee, therefore, has determined that grounds for the appointment for a receiver for the Savings Bank exist under section 5(d)(2) of the HOLA, and sections 11(c)(5)(C) and (F) of the FDIA, 12 U.S.C. §§ 1821(c)(5)(C) and (F).

ACTIONS ORDERED OR APPROVED

Appointment of a Receiver

The Director, or his designee, hereby appoints the FDIC as receiver for the Savings Bank, for the purpose of liquidation, pursuant to section 5(d)(2) of the HOLA, and section 11(c)(6)(B) of the FDIA, 12 U.S.C. § 1821(c)(6)(B).

Delegation of Authority to Act for OTS

The Director, or his designee, hereby authorizes the OTS West Regional Director, or his designee, and the Deputy Chief Counsel for the Business Transactions Division of the Chief Counsel's office, or his designee, to: (i) certify orders; (ii) sign, execute, attest, or certify other documents of OTS issued or authorized by this Order; (iii) designate the persons or entity that will give notice of the appointment of a receiver for the Savings Bank and serve the Savings Bank with a copy of this Order pursuant to 12 C.F.R. § 558.2; and (iv) perform such other functions of OTS necessary or appropriate for implementation of this Order. All documents to be issued under the authority of this Order must be first approved, in form and content, by the Chief Counsel's Office. In addition, the Director, or his designee, hereby authorizes the Deputy Chief Counsel for the Business Transactions Division of the Chief Counsel's office, or his designee, to

EXHIBIT
PAGE

A

6

OF

7

Order No.: 2008-36
Page: 3

make any subsequent technical corrections, that might be necessary, to this Order, or any documents issued under the authority of this Order.

By Order of the Director of OTS, effective September 25, 2008.

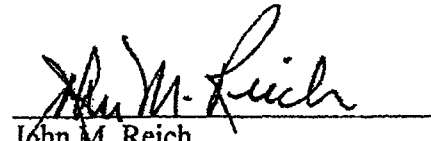

John M. Reich
Director

EXHIBIT A
PAGE 7 OF 7